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PRO MOTOR SPORTS, INC.
18617 SW 107 AVE.
Miami, FL 33157
305-278-1408

June 14, 1999

Capital Connection, Inc.
417 E. Virginia Street Suite 1
Tallahassee, FL 32301

To Whom It May Concern:

Included herein are the following:

a. the original and a copy of the articles of incorporation of the above named company

b. a check in the amount of \$ ^{78.75} 70.00 made payable to the Secretary of State,

N/A c. ~~a cashiers check or money order for \$ 17.50 for your (Capital Connection, Inc.) regular service.~~

Please return the filed articles of incorporation to the address noted above.

Sincerely,

Mr. J.L. Vergho, Registered Agent

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99 JUL 12 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PRO MOTOR SPORTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The name of the corporation shall be PRO MOTOR SPORTS, INC.

II

The purposes and general nature of the business to be conducted and transacted by the Corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

Without limiting any of the purposes, powers and objects of this Corporation, it is expressly declared and provided that this Corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects here in above specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this Corporation is authorized to have outstanding at any time is 1,000 shares of \$1.00 par value.

IV

The amount of capital with which this Corporation shall begin business shall be \$100.00.

V

The existence of this Corporation shall be perpetual.

V-a

The principal office and/or the mailing address for this Corporation is:

18617 SW 107 Ave.
Miami, FL 33157

VI

The street address of the initial registered office of this Corporation in the State of Florida shall be 18617 SW 107 Ave., Miami, FL 33157. The name of the initial registered agent of the corporation at that address is Mr. J.L. Vergho.

VII

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name(s) and addresses of the initial director of this Corporation is:

J.L. Vergho
18617 SW 107 Avenue
Miami, FL 33157

VIII

The name and address of the person signing these Articles of Incorporation is:

J.L. Vergho
18617 SW 107 Avenue
Miami, FL 33157

IX

The Corporation shall indemnify any officer or director or any former officer or director to the full extent of the law.

X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

XI

The shareholders of this Corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation by any of its shareholders, or in the event of death of any of its shareholders. The manner and form, as well as relevant terms, conditions, and detail hereof, shall be determined by the shareholders of this Corporation provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation.

XII

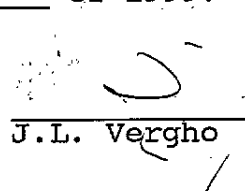
In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects herein above states, this corporation shall have all and singular the following powers:

(a) This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribe to any new issues of any type stock of this corporation, and no shareholder shall have any preemptive right to subscribe to any such stock.

(b) This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned, and held by any such shareholders as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation is not impaired.

(c) This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholders who die, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

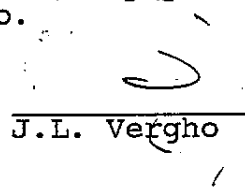
The undersigned subscriber has executed these Articles of Incorporation this 14th day of JUNE of 1999.


J.L. Vergho

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99 JUL 12 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the Corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


J.L. Vergho

I have hereunto made, subscribed and acknowledged these Articles of Incorporation.


J.L. Vergho

STATE OF FLORIDA)
COUNTY OF DADE)

I hereby certify that on this day personally appeared: J.L. Vergho
well known to be the same described in and who executed these
Articles of Incorporation, and acknowledged the Articles to be the
act and deed of the subscriber(s) and that the facts set forth
therein are true.

WITNESS my hand and seal at
Dade County, Florida, this
14th day of June, 1999.

My Commission Expires:


NOTARY PUBLIC

Seal

